

Gregg M. Galardi, Esq.
 Ian S. Fredericks, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 One Rodney Square
 PO Box 636
 Wilmington, Delaware 19899-0636
 (302) 651-3000

Dion W. Hayes (VSB No. 34304)
 Douglas M. Foley (VSB No. 34364)
 MCGUIREWOODS LLP
 One James Center
 901 E. Cary Street
 Richmond, Virginia 23219
 (804) 775-1000

- and -

Chris L. Dickerson, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 333 West Wacker Drive
 Chicago, Illinois 60606
 (312) 407-0700

Counsel to the Debtors and Debtors
 in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - X
 In re: : Chapter 11
 :
 Circuit City Stores, Inc., : Case No. 08-35653 (KRH)
 et al., :
 :
 Debtors. : Jointly Administered
 - - - - - X

ORDER GRANTING IN PART AND DENYING IN PART MOTION OF
 SHOPPING.COM FOR (1) ADEQUATE ASSURANCE OF PAYMENT, (2)
 CONFIRMATION THAT ALL POST-PETITION SERVICES PROVIDED TO THE
 DEBTORS BY SHOPPING.COM SHALL BE TREATED AS ALLOWED
 ADMINISTRATIVE CLAIMS OR, ALTERNATIVELY (3) IN FAILING TO
 PROVIDE SUCH RELIEF, GRANTING SHOPPING.COM IMMEDIATE RELIEF
 FROM STAY TO CEASE PROVIDING ANY SERVICES TO DEBTORS.

Upon the motion (the "Motion")¹ of Shopping.com for an order seeking (1) adequate assurance of payment, (2) confirmation that all post-petition services provided to the Debtors by Shopping.com would be treated as administrative claims or, alternatively (3) granting Shopping.com immediate relief from stay; and the Court having reviewed the Motion and the Debtors' objection thereto; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted in part and denied in part as provided herein.

2. Shopping.com's request for an adequate assurance of payment is denied.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

3. Shopping.com's request for immediate relief from the automatic stay is denied.

4. Services provided by Shopping.com after the Petition Date shall be entitled to administrative claim priority under 11 U.S.C. §§ 503(b) and 507(a)(2).

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
December __, 2008

HONORABLE KEVIN R. HUENNEKENS

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

SEEN AND AGREED:

/s/ Jeffrey L. Cohen
Jeffrey L. Cohen, Esq.
Cooley Godward Kronish LLP
1114 Avenue of the Americas
New York, NY 10036
(212) 479-6218

- and -

/s/ Michael A. Condyles
Michael A. Condyles (VSB No. 27807)
KUTAK ROCK LLP
1111 East Main Street, Suite 800
Richmond, Virginia 23219
(804) 644-1700

Counsel to Shopping.com

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley